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SPIDER-MAN®

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UNTOLD TALES OF SPIDER-MAN®

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The Secrets of Betty Brant!

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Bitten by a radioactive spider, high school student **Peter Parker** gained the spider's powers, and soon became the costumed crimefighter the entire world would one day come to know as **Spider-Man!** In the early days of his career, when his amazing powers were still new to him, the teenaged Spider-Man struggled to learn about himself and his abilities, while trying to lead a **normal life!** It would **not** be easy...

STAN LEE PRESENTS... UNTOLD TALES OF SPIDER-MAN!

The Secrets of BETTY BRANT!

IT COMES AT NIGHT, LIKE IT ALWAYS DOES --

-- COMES TO DESTROY MY LIFE -- BY DESTROYING THE **PEOPLE** I LOVE --

PETER! PETER! YOU YOU'VE GOT TO **BREAK FREE** --

-- BEFORE IT'S **TOO LATE!!**

IT'S **ALREADY** TOO LATE, BETTY BRANT --

A TALE OF DREAMS AND NIGHTMARES, FROM:

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-- FAR TOO LATE FOR SUCH AS HIM!

BUT YOU SHOULDN'T WORRY THAT THE BOY YOU LOVE HAS BEEN TRAPPED IN MY WEB --

-- THAT HE'LL SOON BE NOTHING BUT A PAIN-FILLED MEMORY!

PLEASE -- ***PLEASE*** LET HIM GO --!

NO, YOU SHOULDN'T WORRY --

WH-WHA --?

-- BECAUSE **YOU'RE NEXT!!**

NO!

GORDON! IT WAS ***GORDON..!***

*NO -- NO, IT **WASN'T.** IT WAS A DREAM, THAT'S ALL, A **NIGHTMARE.** PETER'S **SAFE,** AND SO AM I. AND GORDON...*

*...I DON'T WANT TO **THINK** ABOUT GORDON.*

I PUT THE DREAM OUT OF MY MIND. IT'S TIME TO **WAKE UP**, ANYWAY -- TIME TO START THE **DAY**.

I GRAB SOME BREAKFAST AND GET READY FOR **WORK** -- Mr. JAMESON WANTS ME IN EARLY ALL THIS **WEEK** --

-- AND BEFORE I LEAVE --

-- I SAY GOOD-BYE TO **MOM**, AS I ALWAYS DO --

I'M **GOING**, MOM. YOU HAVE A **GOOD DAY** NOW, YOU HEAR?

SHE DOESN'T ANSWER. SHE **CAN'T**.

HOW **IS** SHE TODAY, BETTY?

SLEEPING **PEACEFULLY**, Mrs. GAVIN. I'M GLAD YOU COULD COME **EARLY** -- IS THERE ANYTHING I --

Oh, DEAR ME, DON'T THINK TWICE ABOUT IT. I'VE GOT MY KNITTING AND MY READING, AND THAT'S ALL I NEED. YOU RUN ALONG -- WE'LL BE JUST FINE!

I HEAD FOR WORK, AND I COUNT MY BLESSINGS. IT'S WONDERFUL TO HAVE A RETIRED NURSE IN THE BUILDING --

-- I'VE REALLY GOT TO THINK OF SOME WAY TO **THANK** HER FOR ALL HER HOURS OF UNPAID **OVERTIME** --

-- IT'S SUCH A LOAD OFF MY MIND NOT TO HAVE TO LEAVE MOM **ALONE**, EVEN FOR A LITTLE --

WH-WHAT? THAT SUDDEN **SHADOW** --!

LOOK!

IT -- IT'S ***HIM!***

BUT WHAT'S HE ***DOING*** HERE -- WHAT DOES HE ***WANT?!***

I HEARD HE'D BEEN ***SPOTTED***... IN THE ***DIAMOND DISTRICT!***

IT'S --

"-- THE *VULTURE!*"

Ah! GETTING TRICKY, Eh? ALL I WANTED WAS YOUR *BRIEFCASE* --

N-NO!

-- SO I COULD DROP IT FROM A HEIGHT AND *SMASH* IT MUCH AS *SEAGULLS* DO WITH CLAMS -- TO GET AT THE JEWELS YOU'RE COURIERING --

-- BUT SINCE YOU'VE *HANDCUFFED* YOURSELF TO IT --

-- WELL, *YOU'LL* BREAK JUST AS *EASILY* --!

NOW *NOW*, VULTCH -- IS *THAT* A NICE THING TO SAY?

HERE'S A GUY -- JUST A *WORKING STIFF*, TRYING TO DO HIS *JOB*, AND YOU'VE GOT TO GO AND MAKE LIFE *ROUGH* FOR HIM!

WHERE'S YOUR *SYMPATHY?* YOUR *MANNERS?!*

KRAK

UHH!

IT'S CHAOS -- LIKE MY NIGHTMARE! THEY BOTH COME OUT OF NOWHERE --

-- FIRST THE VULTURE, THEN --

SPIDER-MAN! BAH!

GO BOTHER SOMEONE ELSE, YOU *INSOLENT MEDDLER!* YOU DON'T HAVE A *PRAYER* OF DEFEATING *ME!*

WHAK

Uh --
-- Uh --

AW, **C'MON,** VULTCH -- LET'S BE ***REALISTIC*** HERE!

I'VE DEFEATED YOU ***THREE TIMES*** BEFORE --

-- I FIGURE THAT GIVES ME A DECENT SHOT AT IT ***TODAY!***

THWIPP

YOU'VE DEFEATED ME ***TWICE,*** SPIDER-MAN! AND ***TWICE ALONE!***

THE ***THIRD*** TIME, I ESCAPED FROM YOU ***CLEANLY*** -- JUST AS I'LL DO ***RIGHT NOW!***

AAAA

CATCH HIM, OR CHASE ***ME*** -- YOUR CHOICE!

Oh, IT'S NO ***CHOICE,*** VULTURE --

*I WATCH, AND I TELL MYSELF THAT SPIDER-MAN'S A **HERO** -- THAT HE'S SAVING THAT MAN'S LIFE --*

*-- BUT I'M STILL GLAD IT'S ALMOST TIME FOR **SCHOOL,** WHICH MEANS PETER MUST BE **THERE** --*

*-- NOT TAKING **NEWS PHOTOS** FOR THE BUGLE, NOT **ENDANGERING** HIMSELF --!*

*I TRIED TO **TELL** HIM ONCE, WHY IT WORRIES ME THAT HE SOMETIMES SEEMS TO RELISH THE DANGER, THE **CHALLENGE** -- BUT I COULDN'T --*

-- NEVER TOLD YOU WHY I LEFT ***HIGH SCHOOL*** LAST YEAR AND TOOK A JOB! I NEVER TOLD YOU ABOUT SOMEONE I ONCE ***KNEW*** WHO --

-- WHO REMINDED ME OF YOU!

*AND JUST LIKE THAT, IT ALL **FLOODS BACK** --*

IT WAS ALL SO **DIFFERENT** BACK THEN. I WAS STILL IN **SCHOOL** --

-- I WAS HAPPY AND CAREFREE, AND LIFE WAS FULL OF **POSSIBILITY** --

EXAM

-- AND MOM WAS STILL **ALL RIGHT**, WORKING AS JONAH JAMESON'S **EXECUTIVE SECRETARY** --

-- JUST STOPPED BY TO BRING YOU A **LUNCH**, MOM.

THAT'S SO **THOUGHTFUL** OF YOU, BETTY! HOW DID YOU KNOW I WOULDN'T HAVE **TIME** TO GO OUT FOR LUNCH TODAY?

IT'S **QUARTERLY BUDGET** WEEK, ISN'T IT? Mr. JAMESON'LL BE WORKING YOU RAGGED ALL **DAY!**

HONESTLY, I PROBABLY KNOW HIS HABITS ALMOST AS WELL AS **YOU** DO BY NOW, THANKS TO YOUR **STORIES!**

I EXPECT YOU **DO**, BETTY. WHY, I IMAGINE YOU COULD DO THIS JOB WITHOUT MISSING A **BEAT**, COME TO THINK OF IT!

NOT A **CHANCE**, MOM! I DON'T KNOW HOW YOU **STAND** IT HERE, BUT **I** WOULDN'T LAST A --

MRS. BRANT!

HOW MANY TIMES HAVE I **TOLD** YOU THAT THIS OFFICE IS NOT A **PLAYGROUND?** THERE'S NO PLACE HERE FOR **IRRESPONSIBLE DISRUPTIVE CHILDREN**, AND --

BETTY WAS JUST DROPPING SOMETHING **OFF** FOR ME, MR. JAMESON.

BYE, MOM! I'LL SEE YOU **TONIGHT!**

-- LOT OF **WORK** TO DO! CAN'T HAVE THESE CONSTANT **INTERRUPTIONS** --

-- AND THEN THERE WAS **GORDON**. HE WAS ATTENDING EMPIRE STATE UNIVERSITY, AND HE WAS SO **SWEET**, SO **KIND** --

-- AND HE GOT ALONG WITH THE **FAMILY** --

AND THEN --

--ESPECIALLY WITH MY BROTHER **BENNETT**. BENNETT WAS **OLDER** THAN GORDON, BUT STILL --

-- WE HAD SUCH **GOOD TIMES** WHENEVER BENNETT WAS HOME FROM LAW SCHOOL --

-- AND SO THE **BARTENDER** SAYS, "I WASN'T TALKING TO YOU, I WAS TALKING TO THE DUCK!"

HA! GORDON, YOU'RE SUCH A **STITCH!**

BUT GORDON, HAD A **WILD STREAK**, TOO --

GORDON, **SLOW DOWN!** GORDON -- **PLEASE!**

AW, **RELAX**, BETTS! I CAN TAKE CARE OF **MYSELF** -- DON'T YOU WORRY!

HE LIKED TO BE **RECKLESS** -- HE **GAMBLED** --

-- HE EVEN GOT BENNETT TO GO **WITH** HIM, AS A WAY TO BLOW OFF STEAM --

COME **ON**, SEVEN! PAPA NEEDS NEW **CASEBOOKS!**

HE ENCOURAGED BENNETT TO BORROW **MONEY**, TO FUND THEIR LITTLE "GAMES" --

PASS LINE

-- BUT THEN, WHEN THEY **LOST** IT ALL, EVERYTHING FELL APART. IT WAS AT BENNETT'S **GRADUATION** --

I **TELL** YOU, MAN -- BLACKIE GAXTON WANTS **PAYMENT** -- AND **NOW!** AND HE'S A GUY YOU CAN'T JUST **IGNORE!**

BUT --

LOOK, GORDON, YOU'VE GOT TO HELP ME **OUT** HERE! I DON'T **HAVE** THE MONEY-- WE WERE PARTNERS -- WE **BOTH** LOST THAT MONEY --!

Ah-*ah*! NO **WAY**, GUY! THERE'S ONLY **ONE** SIGNATURE ON THOSE IOU'S -- AND IT'S **YOURS!** AND TO A MAN LIKE GAXTON --

-- THAT'S ALL THAT **COUNTS!**

AND JUST LIKE **THAT** --

-- HE ABANDONED US. BUT STILL -- I CAN'T HELP BUT THINK --

-- HE WASN'T LIKE THAT AT FIRST. THE GORDON I MET -- THE SWEET, KIND GORDON --

-- HE WAS REAL. HE JUST WENT DOWN THE WRONG PATH. HE GOT ADDICTED TO THE THRILL, THE DANGER.

JUST LIKE -- JUST LIKE --

PRIMO SHOTS, Mr. J! THE VULTURE TANGLING WITH SPIDER-MAN, JUST THIS MORNING!

PETER! SO HE WAS THERE -- HE WAS TAKING PHOTOS, AND I NEVER EVEN SAW HIM! HE WAS RISKING HIS LIFE...

I DON'T KNOW, PARKER. IT'S NOT MUCH OF A STORY -- A MINOR SCUFFLE, AN INCIDENT. I'M NOT SURE I CAN JUSTIFY FULL RATE FOR THAT.

Ah, BUT THINK ABOUT IT -- WAS SPIDER-MAN TRYING TO SAVE THAT DIAMOND COURIER --

OR WAS HE AFTER THE JEWELS HIMSELF? PERHAPS IT WASN'T A BATTLE SO MUCH AS A FALLING OUT ?

Hmph! GOOD ANGLE, PARKER! ALL RIGHT, FULL RATE -- BUT ONLY BECAUSE I'M SUCH A GENEROUS SOUL --!

AND I WATCH HIM, AND HE SEEMS TO BE ENJOYING HIMSELF SO MUCH --

PETER PARKER! YOU'RE JUST PLAYING ON Mr. JAMESON'S GRUDGE AGAINST SPIDER-MAN TO SELL THOSE PICTURES --

-- YOU DON'T REALLY THINK THE VULTURE AND SPIDER-MAN WERE IN LEAGUE AT ALL!

SURE, BEAUTIFUL -- BUT THAT'S NOT THE POINT! THE POINT IS THAT I CAN HELP MY AUNT WITH THE GROCERY BUDGET NOW --

-- AND STILL HAVE ENOUGH POCKET MONEY TO TAKE YOU TO DINNER TONIGHT!

-- AND I CAN'T HELP IT --

YOU KNOW, PETER -- I WOULDN'T MIND SO MUCH IF WE ***ATE IN,*** JUST WATCHED ***TELEVISION*** OR SOMETHING --

-- IF IT MEANT YOU DIDN'T HAVE TO TAKE SUCH ***RISKS*** TO GET THOSE PICTURES...

AW, BETTY -- YOU'VE GOT TO ***RELAX!*** I CAN TAKE CARE OF ***MYSELF*** -- DON'T WORRY ABOUT ME!

I CAN'T GO THROUGH SOMETHING LIKE THAT AGAIN -- I JUST CAN'T! IT'S STILL SO FRESH -- LIKE IT WAS YESTERDAY...

BING A BONG...

THERE'S THE ***DOOR*** YOU TWO ***RELAX*** -- I'LL GET IT!

-- IT REMINDS ME OF GORDON.

GOOD ***EVENING,*** Mrs. BRANT. I REPRESENT Mr. ***BLACKIE GAXTON,*** AND I NEED TO SPEAK WITH YOUR ***SON.***

IT'S A MATTER OF... ***BUSINESS.***

I ***KNOW*** WHAT KIND OF BUSINESS YOU'RE IN, SIR, AND I ***WON'T*** HAVE YOU IN MY HOME!

MY SON IS STUDYING FOR THE ***BAR,*** SO HE CAN PUT FILTH LIKE YOU IN ***JAIL*** --

-- SO YOU JUST ***LEAVE*** AND DON'T COME BACK -- OR I'LL SET THE ***LAW*** ON YOU!

WHAK

MY ***APOLOGIES,*** MA'AM. BUT I'VE GOT A ***MESSAGE*** TO DELIVER. AND ONE WAY OR ANOTHER...

...IT'LL BE ***DELIVERED.***

THERE WAS NO TIME -- NO TIME TO DO ANYTHING --

-- AND -- THE GLASS-TOPPED COFFEE TABLE --

THE DOCTORS SAVED HER LIFE -- BUT THEY SAID THERE WAS BRAIN DAMAGE ...PERMANENT BRAIN DAMAGE.

THEY SAID SHE MIGHT NEVER RECOVER. BUT WE SHOULDN'T GIVE UP HOPE...

I'M SO SORRY, BETTY...

WE BOTH ARE, BENNETT. WE BOTH ARE.

I'VE GOT TO PAY THAT MONEY BACK, BETTY -- OR YOU MIGHT BE NEXT WHEN I PASS THE BAR... GAXTON WANTS ME TO WORK FOR HIM...

HE SAYS I CAN "WORK OFF" MY DEBT, BUT WE BOTH KNOW DIFFERENT. HE'LL NEVER LET ME GO -- I'LL BE TIED TO HIM FOREVER.

ALL I CAN HOPE FOR IS TO KEEP YOU OUT OF IT...

DON'T THINK THAT WAY, BENNETT! WE'RE FAMILY, AND WE'RE IN THIS TOGETHER! WE'LL FIND A WAY!

BUT WE DIDN'T. BENNETT WENT TO WORK FOR BLACKIE GAXTON, AND ALL THE MONEY HE MADE WENT STRAIGHT BACK INTO GAXTON'S POCKETS.

Oh, PETER -- I KNOW YOU'RE NOT LIKE GORDON. YOU'RE A RESPONSIBLE BOY, SO SERIOUS MOST OF THE TIME.

YOU'VE GOT YOUR WIDOWED AUNT TO TAKE CARE OF, AND YOU DON'T LET HER DOWN...

IT'S JUST... JUST SOMETIMES...

MISS BRANT! GET THAT USELESS LAY-ABOUT PARKER ON THE PHONE, AND TELL HIM TO GET TO MIDTOWN, FAST!

IT'S ALL OVER THE RADIO --

"-- SPIDER-MAN'S FIGHTING SOME SORT OF MONSTER!"

GRNAAAA

AW, *C'MON!* YOU CAN DO BETTER THAN *THAT!*

YOU'VE GOT TO HAVE SOME SORT OF COOL *SUPER-VILLAIN NAME* --

-- SOMETHING YOU CAN ATTACH TO *THREATS* AND STUFF!

YOU KNOW -- *"YOU DARE NOT TO DEFY THE POWER OF --"*

-- WHO? *"INSECTO?" "CLIFFORD THE BIG RED BUG?"* COME ON -- YOU CAN COME UP WITH *SOMETHING!*

GRUUU

KK

YOW! AND STRONG, *TOO!*

BUT REALLY, THIS *STRONG-SILENT-THROWING-AROUND-ENERGY-TYPE STUFF* IS GETTING PRETTY *OLD!*

YOU'RE LIABLE TO *CRISPY-FRY* ME WITHOUT MY EVER KNOWING *WHY!*

FKOOM

PLATCH PLATCH

HE CAN'T HIT WHAT HE CAN'T *SEE*, SPIDEY!

HUH? *WHO --?!*

GRAARARK

IT'S ONLY *ME*, SPIDEY -- THE *BLUEBIRD!* HERE TO WATCH YOUR BACK AND HELP YOU *SAVE THE DAY!*

AND YOU DECIDED TO START BY THROWING *PAINT-PELLETS* INTO THE EYES OF A *GIANT BUG* --

-- WHO'S *ALREADY* ENRAGED ENOUGH TO BE *BUSTING UP BUILDINGS?*

GOOOD MOVE, BLUEBIRD! NOW FOR YOUR *NEXT* TRICK, HOW ABOUT YOU QUIT TRYING TO BECOME FAMOUS AS A *SUPER-HERO* --

-- BEFORE THEY'RE RUNNING YOUR *OBITUARY* ON THE *NIGHTLY NEWS!*

AW, YOU'RE JUST TRYING TO SCARE ME *OFF*, SO I WON'T STEAL ALL YOUR *GLORY!*

BUT IT WON'T *WORK!*

GLORY? I GET *GLORY?*

I'M GOING TO BE A *BIG SUCCESS* -- EVEN THOUGH PETER PARKER, WHO TAKES ALL THOSE PHOTOS OF *YOU*, REFUSED TO MAKE A DEAL WITH ME!

I THOUGHT AHEAD AND BROUGHT MY *OWN* PHOTO-GRAPHER --

-- SEE?

Ah!

HEY!

WUPS!

YOU -- YOU BROUGHT *JASON* INTO THIS --?!

BAD ENOUGH YOU'RE GONNA KILL *YOURSELF*, NOW YOU'RE TRYING TO TAKE SOMEONE ELSE *WITH* Y--

WHAAAT

-UUUHHHH!

BLAST! RATTLED -- WASN'T PAYING ATTENTION --!

"I'M SORRY, MISS BRANT --"

-- BUT MY NEPHEW HURRIED OUT SHORTLY AFTER HE GOT HOME FROM SCHOOL.

HE HAD SOMETHING TO DO, HE SAID.

I SEE. WELL, THANK YOU, Mrs. PARKER -- YOU'VE BEEN VERY HELPFUL.

WELL? IS HE ON THE WAY?

HE MAY BE ALREADY THERE, Mr. JAMESON.

GOOD. NICE TO KNOW THE BOY THINKS AHEAD ONCE IN A WHILE!

IT'S TIMES LIKE THIS THAT I WISH I DIDN'T WORK IN A NEWSROOM --

-- THAT I DIDN'T HAVE TO HEAR ABOUT THIS SORT OF THING UNTIL IT'S OVER.

DAILY BUGLE

BUT WE NEEDED THE MONEY SO BADLY -- MOM'S HOSPITAL BILLS WERE HUGE --

-- AND BENNETT COULDN'T GET OUT FROM UNDER BLACKIE GAXTON'S THUMB, JUST LIKE HE PREDICTED.

I DIDN'T THINK I HAD A CHANCE --

-- BUT I HAD TO TRY!

IS NEWSPAPER EMANDS THAT PIDER-MAN BE RRESTED AND PROSECUTED!

I QUIT! I QUIT! I *QUIT!* I'VE BEEN A SECRETARY FOR *TWENTY YEARS*, AND I HAVE NEVER -- *NEVER* -- BEEN TREATED SO RUDELY!

FIND YOURSELF ANOTHER *GIRL*, Mr. JAMESON --

-- *THIS* ONE'S GOT *STANDARDS!*

WHAT DO YOU MEAN, YOU CAN'T GET ME A TEMP UNTIL TOMORROW?!

YOU'RE AN *EMPLOYMENT AGENCY!* GET ME AN EMPLOYEE -- *NOW!*

JJONAH JAMESON PUBLIC

*I DIDN'T APPROACH Mr. JAMESON **DIRECTLY** -- I WAS TOO SCARED. I JUST SAT DOWN --*

*-- AND STARTED ARRANGING THE DESK THE WAY **MOM** USED TO --*

THE *IVERSON* FILE! BLAST IT, WHERE'S THE *IVERSON FILE!*

IT'S RIGHT *HERE*, SIR.

WHAT *TOOK* YOU SO LONG?!

SORRY, SIR.

HRMPH!

*AT THE END OF THE DAY, I TOLD HIM THE **TRUTH** --*

YOU'RE NOT FROM THE *AGENCY?* YOU'RE -- YOU'RE A *TEENAGER?!*

I'M Mrs. BRANT'S *DAUGHTER*, SIR. I REALLY NEED A *JOB*, AND --

WELL, WELL -- Mrs. BRANT'S *DAUGHTER*, Eh? THEN YOU'RE PRACTICALLY *FAMILY! I'LL* TELL YOU WHAT --

-- YOU KEEP DOING THE KIND OF JOB YOU DID *TODAY*, AND WE'LL WORK OUT A *GENEROUS* SALARY FOR YOU. THE BUGLE TAKES CARE OF ITS *OWN!*

*AND HE WAS AS GOOD AS HIS **WORD**. I WOULD HAVE BEEN ABLE TO GET MOM **GOOD, PROFESSIONAL** CARE, IF IT WASN'T FOR BENNETT'S **DEBTS** --*

*-- BUT STILL, THAT WAS THE END OF ANY **FUN, ANY HAPPINESS** IN MY LIFE --*

-- UNTIL PETER TURNED UP -- UNTIL I FELL IN LOVE --

-- DER-MAN AND AN UNIDENTIFIED COSTUMED WOMAN ARE TRYING TO CONTAIN THE DESTRUCTIVE CREATURE --

-- WHICH SEEMS TO HAVE CAPTURED A NEWS PHOTOGRAPHER, AND IS DANGLING HIM TWENTY STORIES ABOVE THE STREET!

A NEWS PHOTOGRA --

-- Oh MY LORD! PETER!

I HAD TO FIND OUT WHAT WAS HAPPENING -- HAD TO TURN ON THE RADIO --

-- I SHOULD HAVE KNOWN BETTER --

HELP! HELP!

WHY DID I EVER AGREE TO COME HERE?!

RELAX, JA -- ER, KID! WE'LL GET YOU OUT OF THIS!

DIDN'T YOU REALIZE HOW DANGEROUS THIS IS, BLUEBIRD?! BRINGING AN INNOCENT CIVILIAN INTO A BATTLE ZONE --!

GIVEME A BREAK, SPIDEY --

IF HE'D ONLY BEEN A LITTLE FASTER ON HIS --

BLUEBIRD! THE ENERGY! LOOK OUT BEHIND --

FIZZHT

BLUEBIRD, YOU --

-- YOU'RE NOT *DEAD* --?!

NO -- NO, THE *ENERGY*, IT --

-- IT'S NOT AN *ATTACK*, IT'S SOME SORT OF *MENTAL* ENERGY -- THE CREATURE'S TRYING TO *COMMUNICATE!*

WHAT IT SHOWED ME -- *IMAGES* IN MY MIND -- IT'S CALLED THE *SCARLET BEETLE* --

I *KNEW* IT! THAT WOULDA BEEN MY *NEXT GUESS!*

QUIET! I'LL TELL YOU WHAT I *LEARNED* --!

"HE FOUGHT *ANT-MAN* --

"-- STEALING ANT-MAN'S *GROWTH-GAS* TO MAKE HIM THE SIZE OF A HUMAN BEING!

"BUT ANT-MAN *DEFEATED* HIM -- AND FORCED HIS HYPER-INTELLIGENCE INTO *DORMANCY!*

"HE *WAS* AN ORDINARY INSECT, UNTIL HE WAS CAUGHT IN A *RADIATION EXPERIMENT* -- WHICH SOMEHOW MAGNIFIED HIS *INTELLIGENCE* --

"-- AND HE DECIDED TO CONQUER THE WORLD AT THE HEAD OF AN *INSECT ARMY!*

"STILL, THERE WAS A *RESIDUE* OF THE GROWTH-GAS IN HIS SYSTEM, AND HIS TRAPPED CONSCIOUSNESS MANAGED TO *ACTIVATE* IT --

"-- BUT NOT TO *CONTROL* IT!

"HE GREW TOO LARGE FOR HIS MIND TO *FUNCTION* -- AND STRUCK OUT IRRATIONALLY, *UNCONTROLLABLY* --

-- AND THAT'S WHERE *WE* CAME IN! HE'S NOT TRYING TO *KILL* US --

-- HE'S LOOKING FOR *HELP!*

WOULD YOU TWO STOP *BICKERING* --

-- AND GET ME *DOWN?!*

Ah, THE LIFE OF A *SUPERHERO!* SAVING THE LIVES OF RAMPAGING, WORLD CONQUERING *MONSTERS!*

AND *THIS* IS YOUR CAREER GOAL?!

SORRY, KID -- BUT THE BEETLE'S STILL SNAPPING AT ANYTHING IN RANGE OF THOSE *MANDIBLES!* LEMME THINK...

BLUEBIRD! YOU STILL HAVE ANY OF THOSE *ETHER-EGGS?*

I THOUGHT YOU SAID THEY WERE *DUMB...*

WELL, MOST TIMES THEY *WOULD* BE, BUT RIGHT NOW...

OKAY, *OKAY!* I'VE STILL *GOT* ONE -- HERE!

THANKS!

THE THING ABOUT ETHER IS THAT IT *EVAPORATES* SO QUICKLY THAT IT'S NOT MUCH GOOD, UNLESS YOU CAN KEEP IN IN AN *ENCLOSED SPACE* --

-- LIKE, SAY, *THE SCARLET BEETLE'S MOUTH!*

P-OOMP

H-huh -- ?!

RUU

WH-WHAT'S *HAPPENING* --?

HE'S ***SHRINKING!*** AND SHRINKING SO FAST --

-- IT'S LIKE HE'S BLINKING OUT OF ***EXISTENCE!***

Oh, GREAT --!

DON'T ***WORRY,*** KIDS -- I GOT YOU!

I FIGURED IF THE BEETLE'S ***MIND*** HAD ACTIVATED THAT GROWTH-STUFF, THEN SHUTTING HIS MIND DOWN MIGHT TURN IT ***OFF*** --

-- EVEN IF HE ***WASN'T*** IN CONTROL OF IT!

LOOKS LIKE IT ***WORKED!***

SO, Uh, WHERE IS HE ***NOW?***

WHO ***KNOWS?*** HE'S A BUG -- HE'S ***BUG*** SIZED. HE COULD BE ***ANYWHERE.***

BUT THAT'S NOT WHAT'S ***IMPORTANT*** --

-- WHAT'S IMPORTANT IS THAT YOU'VE GOT TO STOP TAKING THESE KINDS OF ***RISKS,*** BLUEBIRD, BEFORE YOU GET SERIOUSLY HURT -- OR ***WORSE!***

WHAT'S THE ***PROBLEM?*** THE ENERGY WASN'T ***HARMFUL*** -- YOU ***CAUGHT*** THE BOTH OF US -- IT'S ALL ***OKAY!***

BUT WHAT IF IT ***WASN'T?*** WHAT IF I WASN'T ***HERE?*** YOU CAN'T JUST TRUST THAT ***FATE*** WILL MAKE THINGS TURN OUT ***ALL RIGHT!***

HE **SCARES** ME.

HE'S **KIND, CARING, WARM** -- THE KIND OF BOYFRIEND ANY GIRL SHOULD BE **HAPPY** TO HAVE. BUT STILL --

-- IT'S LIKE THERE'S A **GULF** BETWEEN US -- AND IT'S BEEN THERE EVER SINCE **BENNETT** DIED, SHOT BY BLACKIE GAXTON WHILE TRYING TO **PROTECT** ME.

HEY THERE, BLUE-EYES --

THAT'S THE FIRST TIME PETER LEARNED ABOUT MY **PAST** -- ABOUT WHAT I'VE BEEN THROUGH -- AND EVEN **THEN**, I DIDN'T TELL HIM THE WHOLE STORY.

IF I OPEN UP -- IF I **TRUST** HIM -- I MIGHT JUST GET **HURT** AGAIN --

-- BUT WHAT IF I DON'T -- WHAT IF I **LOSE** HIM? WHAT IF I'VE **ALREADY** LOST HIM?

-- GOT TIME TO TIE ON THE OL' ***FEED-BAG*** WITH A WEARY FREELANCE PHOTOGRAPHER WHO THINKS YOU'RE JUST THE ***GREATEST?***

PETER!

YEP -- I'VE GOT SOME PHOTOS FOR ***JOLLY JONAH,*** BUT I'M FAMISHED, AND SOMEWHERE OUT THERE'S A ***BACON CHEESEBURGER*** WITH MY NAME ON IT!

YOU GONNA BE READY TO ***GO*** SOON?

Oh, PETER -- YOU'RE ***ALL RIGHT!*** YOU'RE ***OKAY!***

SURE -- OF ***COURSE*** I AM. WHY ***WOULDN'T*** I BE?

THE RADIO -- IT SAID THERE WAS A PHOTOGRAPHER IN ***TROUBLE*** --

THAT WAS ***SOMEBODY ELSE,*** HONEST. IT WASN'T ME.

NOW COME ON -- LET ME BEARD JONAH IN HIS ***DEN*** --

"AND THEN WE'LL GET OUT OF HERE."

I SHOULD TELL HIM.

IF I DON'T OPEN UP -- IF I CAN'T TRUST --

MY BROTHER'S DEAD, MY MOTHER'S AN INVALID, AND I CAN'T GO ON LIVING IN FEAR LIKE THIS.

YOU'RE AWFULLY QUIET, BETTY.

I'M... SORRY, PETER. IT'S JUST.. I'VE GOT A LOT ON MY MIND...

-- IF I LOSE HIM --

WELL, IF YOU WANT TO TRY IT OUT ON ME, I'M ALL EARS -- AND I THINK I MAKE A PRETTY GOOD SOUNDING BOARD...

I -- WELL -- IT'S --

I'M SORRY, PETER. I'M JUST NOT READY YET.

THAT'S OKAY TOO, BETTY. TAKE YOUR TIME. AFTER ALL --

-- WHAT'S A RELATIONSHIP WITHOUT A LITTLE MYSTERY?

SO, YOU'VE GOT A NEW BOYFRIEND, Eh?

WELL, BETTS, THAT MIGHT JUST BE TOO BAD --

-- FOR HIM!

NEXT ISSUE:

TRAGEDY STRIKES... WITHOUT WARNING!